



Pennsylvania Power & Light Company

Two North Ninth Street • Allentown, PA 18101-1179 • 215/770-5151

Michael A. McGrail
Counsel
215 / 770-5644

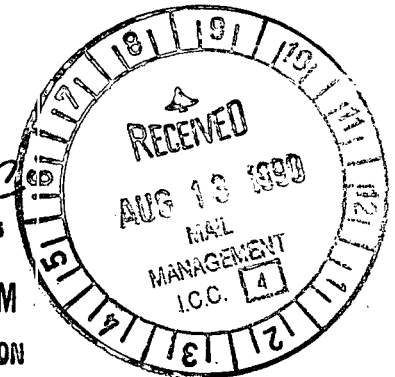
August 8, 1990

RECORDATION NO. 6800-C FILED 1425

Ms. Noreta McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

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INTERSTATE COMMERCE COMMISSION



Re: Trust Agreement, dated as of November 1, 1972, between National Bank of Tulsa, Owner, and Wells Fargo Bank, N.A., Trustee, ICC Recordation No. 6800; Lease of Railroad Equipment, dated as of November 1, 1972, between Wells Fargo Bank, N.A., Trustee and Lessor, and Pennsylvania Power & Light Company, Lessee, ICC Recordation No. 6800-A

Dear Ms. McGee:

Enclosed for filing in your office under Recordation No. 6800, pursuant to Section 20c of the Interstate Commerce Act, 49 U.S.C. §11303, are eight (8) executed counterparts of the Termination Statement, including Verifications, of Manufacturers Hanover Trust Company of California, as Trustee ("Manufacturers"). The enclosed Statement terminates the security interest of Manufacturers under the following filed documents:

1. Trust Agreement, dated as of November 1, 1972, between National Bank of Tulsa, Owner, and Wells Fargo Bank, N.A., Trustee, to which Manufacturers is Successor Trustee pursuant to the Instrument of Resignation, Appointment and Acceptance, filed with the Commission on April 8, 1986 at Recordation No. 6800-B; and
2. Lease of Railroad Equipment, dated as of November 1, 1972, between Wells Fargo Bank, N.A., Trustee and Lessor, to which

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MAIL MANAGEMENT UNIT

Manufacturers is Successor Trustee and Lessor, and Pennsylvania Power & Light Company, Lessee.

The name and address of the Lessor/Trustee/Secured Party under the Termination Statement is as follows:

Manufacturers Hanover Trust Company
of California, as Trustee
50 California Street
10th Floor
San Francisco, California 94111

The name and address of the Owner/Debtor under the Termination Statement is as follows:

First Bank National Association
First Bank Place
Minneapolis, Minnesota 55480

The name and address of the Lessee in the above-referenced Lease is as follows:

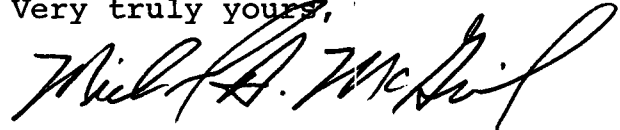
Pennsylvania Power & Light Company
Two North Ninth Street
Allentown, Pennsylvania 18101

The equipment covered by the above-referenced agreements and the enclosed Termination Statement consists of 131 100-ton triple railroad hopper cars, bearing Pennsylvania Power & Light insignia and numbers PP&L651 through PP&L781, inclusive.

Also enclosed is a check in the amount of \$15.00 for the required recordation fee.

Kindly return to me at this address six counterparts of the Termination Statement and Verification with the filing and recordation information endorsed thereon.

Very truly yours,



Michael A. McGrail

Enclosures

1

REC'D cc

RECORDATION NO. 6800-C FILED 1425

AUG 14 1990 -11 25 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION STATEMENT

File Number of Original Financing Statement: ICC Recordation No. 6800

Place Filed: Secretary, Interstate Commerce Commission,
Washington, DC 20423

Date Filed: November 17, 1972

This termination statement is presented to a filing officer for filing pursuant to the provisions of 49 U.S.C. §11303, 49 C.F.R. Part 1177, and Article 9 of the Uniform Commercial Code of Pennsylvania.

Name of Owner/Debtor: First Bank National Association, as successor to National Bank of Tulsa

Address of Debtor: First Bank Place
Minneapolis, Minnesota 55480

Name of Lessor/Trustee/Secured Party: Manufacturers Hanover Trust Company of California, as successor to Wells Fargo Bank, N.A., under the Instrument of Resignation, Appointment and Acceptance, filed with the Interstate Commerce Commission under Recordation No. 6800-B

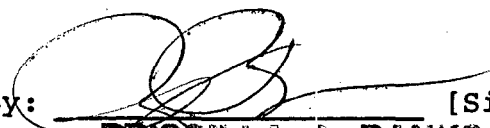
Address of Secured Party: 50 California Street
10th Floor
San Francisco, California 94111

Name of Lessee: Pennsylvania Power & Light Company

Address of Lessee: Two North Ninth Street
Allentown, Pennsylvania 18101

This will certify that the above-named Secured Party no longer claims a security interest under the original financing statement referenced above.

Secured Party: Manufacturers Hanover Trust
Company of California

By:  [Signature]
PRISCILLA J. BANKS
Assistant Vice President [Title]

[Corporate Seal]

VERIFICATION

State of California)
 : SS
County of San Francisco)

On this 16th day of July, 1990, before me personally appeared Priscilla J. Banks, to me personally known, who being by me duly sworn, says that (s)he is Assistant Vice President of Manufacturers Hanover Trust Company of California, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Corporate Seal]



Lisa M. Doucette
Notary Public

My Commission expires:
July 13, 1993

Interstate Commerce Commission
Washington, D.C. 20423

8/17/90

OFFICE OF THE SECRETARY

Michael A. McGraill

Counsel

Pennsylvania Power & Light Company

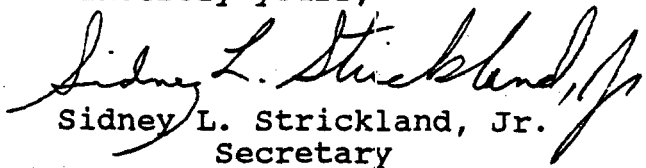
Two Ninth Street

Allentown, PA. 18101-1179

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/14/90 at 11:25am, and assigned recordation number(s). 6800-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary